

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

MOUNTAIN SPORTS LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 24-11385 (MFW)

(Jointly Administered)

**NOTICE OF (I) POTENTIAL ASSUMPTION AND
ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS
AND UNEXPIRED LEASES AND (II) PROPOSED CURE AMOUNTS**

You are receiving this notice (this “**Notice**”) because you may be a counterparty to a contract or lease with one or both of the Debtors (defined below) as set forth on **Appendix A** hereto. Please read this notice carefully as your rights may be affected by the transactions described herein.²

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On June 18, 2024, Mountain Sports LLC and certain of its affiliates (collectively, the “**Debtors**” or the “**Company**”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”), in the United States Bankruptcy Court for the District of Delaware (the “**Court**”).

2. On July 15, 2024, the Debtors and the Official Committee of Unsecured Creditors (the “**Committee**” and together with the Debtors, the “**Movants**”) filed the *Motion for Orders (I) (A) Approving Bidding Procedures for the Sale of the Debtors’ Assets, (B) Approving the Form and Manner of Notice of the Sale and Bid Deadlines, (C) Authorizing the Debtors to Select a Stalking Horse Bidder and Enter Into a Purchase Agreement with Such Bidder Providing for Certain Bid Protections, (D) Approving (1) Procedures for the Assumption and Assignment of Executory Contracts and Unexpired Leases and (2) the Form and Manner of Notice Thereof, (E) Scheduling the Auction and the Hearing to Consider Approval of the Sale, (F) Authorizing the Committee to Run the Sale Process with the Debtors’ Assistance and (G) Granting Related Relief and (II) (A) Approving the Sale of the Assets, Free and Clear of All Interests, (B) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases and (C) Granting Related Relief* [D.I. 116] (the “**Motion**”).

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Mountain Sports LLC (9597); SDI Gift Card LLC (9775); Bob’s Stores USA LLC (6115); SDI Stores LLC (4751); and Mountain Sports USA LLC (4036). The location of the Debtors’ corporate headquarters is 160 Corporate Court, Meriden, CT 06450.

² This Notice is being sent to counterparties to contracts and leases that may be executory contracts and unexpired leases. This notice is not an admission by the Debtors that such contract or lease is executory or unexpired.

3. On July 23, 2024, the Court entered that certain *Order (I) Approving Bidding Procedures for the Sale of the Debtors' Assets, (II) Approving the Form and Manner of Notice of the Sale and Bid Deadlines, (III) Authorizing the Debtors to Select a Stalking Horse Bidder and Enter Into a Purchase Agreement with Such Bidder Providing for Certain Bid Protections, (IV) Approving (A) Procedures for the Assumption and Assignment of Executory Contracts and Unexpired Leases and (B) the Form and Manner of Notice Thereof, (V) Scheduling the Auction and the Hearing to Consider Approval of the Sale, (VI) Authorizing the Committee to Run the Sale Process with the Debtors' Assistance and (VII) Granting Related Relief* [D.I. 172] (the “**Bidding Procedures Order**”),³ which approved, among other things, (a) procedures pursuant to which the Movants are authorized to solicit and pursue (such procedures, the “**Bidding Procedures**”) a sale of all or substantially all of the Debtors' assets (the “**Company Assets**”) or component thereof under section 363 of the Bankruptcy Code (the “**Sale**”), (b) the scheduling of a hearing to approve the Sale free and clear of any liens, claims, and encumbrances under section 363 of the Bankruptcy Code, (c) procedures in connection with the assumption and assignment of any executory contracts or unexpired leases the Debtors seek to have assumed and assigned in connection with a Sale, and (b) a sale process run by the Committee and its professionals with the assistance of the Debtors.

4. Pursuant to the Bidding Procedures Order: the Sale Hearing is scheduled to take place on **August 29, 2024 at 10:30 a.m. (prevailing Eastern Time)**. The Sale Hearing will be held before the Honorable Mary F. Walrath at the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 6th Floor, Wilmington, DE 19801.⁴

5. Pursuant to the Bidding Procedures Order, the Debtors may assume and assign to a Stalking Horse Bidder, Backup Bidder, or a Successful Bidder other than the Stalking Horse Bidder or the Backup Bidder, the executory contract(s) or unexpired lease(s) listed on Appendix A attached hereto (each, a “**Contract**”) to which you are a counterparty. The Debtors have conducted a review of their books and records and have determined that the cure amounts required to be paid pursuant to Bankruptcy Code section 365(b) in respect of such Contract(s) (the “**Cure Amount**”) are as set forth on Appendix A attached hereto. **If you disagree with the proposed Cure Amount, you must file an objection (a “Cure Objection”), stating with specificity the nature of your objection, with the Bankruptcy Court no later than 4:00 p.m. (prevailing Eastern Time) on July 30, 2024 (the “Cure Objection Deadline”).** Cure Objections must be filed and served *so as to be actually received by the Cure Objection Deadline* by: (a) counsel for the Debtors, Goldstein & McClintock LLP, (Attn: Maria Aprile Sawczuk (marias@goldmclaw); and Matt McClintock (mattm@goldmclaw.com)); (b) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, Delaware, 19801 (Attn: Joseph Cudia (joseph.cudia@usdoj.gov)); (c) counsel for the Committee, (i) Lowenstein Sandler LLP (Attn: Jeffrey Cohen (jcohen@lowenstein.com), Brent Weisenberg (bweisenberg@lowenstein.com), and Erica Mannix (emannix@lowenstein.com)) and (ii) Morris James LLP (Attn: Eric Monzo (emonzo@morrisjames.com) and Brya Keilson (bkeilson@morrisjames.com)); and (d) the Notice Parties.

³ Capitalized terms used but not defined have the meanings ascribed to them in the Bidding Procedures Order.

⁴ Dates relating to the Sales, including the scheduled dates for the Auctions and Sale Hearings, may be changed in accordance with the Bidding Procedures Order.

6. The Debtors propose that if the counterparty to any Contract(s) fails to file an objection by the Cure Objection Deadline to the Cure Amount(s), then that counterparty shall be (i) deemed to have agreed and stipulated to the accuracy of the Cure Amount(s) set forth on this Appendix A, and (ii) forever barred, estopped, and enjoined from asserting any additional cure amount under or in respect of the Contract(s).

7. Promptly following the Debtors' selection of the Successful Bidder and the conclusion of the Auction (if any), the Debtors shall file notice of the Successful Bid and Successful Bidder (the "**Successful Bidder Notice**") with the Bankruptcy Court within one (1) day after such Auction, and no later than August 23, 2024 at 12:00 noon, (ET).

8. If any Auction is held, the deadline for non-Debtor counterparties to the Contracts to object solely with respect to the specific identity of and adequate assurance of future performance provided by the Successful Bidder (such a limited objection, a "**Post-Auction Objection**") is **4:00 p.m. (prevailing Eastern Time) on August 27, 2024** (the "**Post-Auction Objection Deadline**"). A Post-Auction Objection must be filed with this Court and served in the same manner as a Cure Objection set forth above so to be actually received no later than the Post-Auction Objection Deadline.

9. With respect to any Contract(s) assumed and assigned to the Successful Bidder (the "**Assumed Contracts**"), if a non-Debtor party to an Assumed Contract has objected solely to the proposed Cure Amount, the Debtors may, with the consent of, or at the direction of, the Successful Bidder, pay the undisputed portion of such Cure Amount and place the disputed amount in a segregated account pending further order of the Court or mutual agreement of the parties. So long as such disputed amounts are held in such segregated account, the Debtors may, without delay, assume and assign such Assumed Contract to the applicable assignee. Under such circumstances, the objecting non-Debtor counterparty's recourse is limited to the funds held in such segregated account.

10. Following the payment of the Cure Amount(s) (subject to the preceding paragraph), the Debtors' filing and service of a notice regarding the closing of a Sale shall serve as notice that such Assumed Contracts have actually been assumed and assigned.

11. Notwithstanding anything herein, this notice shall not be deemed to be an assumption, assignment, adoption, rejection, termination, or concession to the executory nature of any Contract(s). Moreover, the Debtors explicitly reserve their rights, in their sole discretion, to reject or assume each Contract pursuant to section 365(a) of the Bankruptcy Code and nothing herein (a) alters in any way the prepetition nature of the Contract(s) or the validity, priority, or amount of any claims of a counterparty to any Contract against the Debtors that may arise under such Contract, (b) creates a postpetition contract or agreement, or (c) elevates to administrative expense priority any claims of an counterparty to a Contract against the Debtors that may arise under such Contract.

12. This notice is subject to the full terms and conditions of the Motion, the Bidding Procedures Order, and the Bidding Procedures, which shall control in the event of any conflict, and the Debtors urge parties in interest to review such documents in their entirety. Copies of the Motion, the Stalking Horse Agreement, if any, the Bidding Procedures, and the Bidding Procedures Order, in addition to any related documents that may be filed, may be obtained by

accessing (a) the website of the Debtors' notice and claims agent, Epiq Corporate Restructuring, LLC ("**Epiq**"), at <https://dm.epiq11.com/case/mtq> for no charge, or (b) the Court's internet site: <https://ecf.deb.uscourts.gov>, for a fee, through an account obtained from the PACER website at <http://pacer.psc.uscourts.gov>.

<p>GOLDSTEIN & MCCLINTOCK LLP</p> <p>By: <u>/s/ Maria Aprile Sawczuk</u> Maria Aprile Sawczuk, Esq. (Bar ID 3320) 501 Silverside Road, Suite 65 Wilmington, DE 19809 Telephone: (302) 444-6710 marias@goldmclaw.com</p> <p>-and-</p> <p>Matthew E. McClintock, Esq. (admitted <i>pro hac vice</i>) Amrit S. Kapai, Esq. (admitted <i>pro hac vice</i>) William H. Thomas, Esq. (admitted <i>pro hac vice</i>) 111 W. Washington Street, Suite 1221 Chicago, IL 60602 Telephone: (312) 337-7700 mattm@goldmclaw.com amritk@goldmclaw.com willt@goldmclaw.com</p> <p><i>Proposed Counsel for the Debtors and Debtors-In-Possession</i></p>	<p>MORRIS JAMES LLP</p> <p><u>/s/ Eric J. Monzo</u> Eric J. Monzo (DE Bar No. 5214) Brya M. Keilson (DE Bar No. 4643) 500 Delaware Avenue, Suite 1500 Wilmington, DE 19801 Telephone: (302) 888-6800 emonzo@morrisjames.com bkeilson@morrisjames.com</p> <p>-and-</p> <p>LOWENSTEIN SANDLER LLP Jeffrey L. Cohen (admitted <i>pro hac vice</i>) Brent I. Weisenberg (admitted <i>pro hac vice</i>) Erica G. Mannix (admitted <i>pro hac vice</i>) Chelsea R. Frankel (admitted <i>pro hac vice</i>) 1251 Avenue of the Americas New York, NY 10020 Telephone: (212) 262-6700 jcohen@lowenstein.com bweisenberg@lowenstein.com emannix@lowenstein.com cfrankel@lowenstein.com</p> <p><i>Proposed Counsel to the Official Committee of Unsecured Creditors</i></p>
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APPENDIX A TO CURE NOTICE

Counterparty Name	Contract/Lease¹	Cure Amount
W/S Hadley Asset Management Inc. 33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467 Phone: 617-232-8900	Real Property Lease	\$96,059.50
GWB Freeport, LLC c/o Boulos Asset Management One Canal Plaza, Suite 500 Portland, ME 04101 Phone: 207-871-1290	Real Property Lease	\$11,098.49
3N-SB, LLC 1815 Central Park Dr STE 110, PMB 362 Steamboat Springs, CO 80487 Pmt Method: ACH	Real Property Lease	\$37,289.56
Prudential Realty Co. DBA: agent for Lake Placid Partners LLC 3700 South Water St., Ste. 100 Pittsburgh, PA 15203 Phone: 412-261-6500 Fax: 412-261-0740	Real Property Lease	\$63,018.37
Juniper Vose, LLC 31 Holton Street Winchester, MA 01890 Vendor #: E316021	Real Property Lease	\$49,556.93
1513 Iyannough LLC 1436 Iyannough Road, Suite 4 Hyannis, MA 02601 Jessica Sylver Phone: 508-375-9300 jessica@jkellerco.com Vendor #: E316026	Real Property Lease	\$26,442.02
Trader Joe's East, Inc. 711 Atlantic Avenue, FL 3 Boston, MA 02111	Real Property Lease	\$35,652.45

¹ The Debtors have included all leases, including leases that are month to month. The Debtor is not taking the position that these leases are or are not executory contracts that can be assumed. These leases are included to provide notice to all parties.

CH Realty VIII/Boston Middlesex Marketplace LLC d/b/a C/O Winslow Property Management Inc. 80 Hayden Ave Lexington, MA 02421	Real Property Lease	\$23,868.83
Somerset County Shopping Center c/o Levin Management Corporation PO Box 326 Plainfield, NJ 07061-0326	Real Property Lease	\$29,143.24
MNH Mall, L.L.C. 225 West Washington St. Indianapolis, IN 46204	Real Property Lease	\$42,290.33
CTR Powerhouse LLC c/o CTR Property Management LLC 85 Mechanic Street, Suite 140 Lebanon, NH 03766 Jason Raichle Phone: 603-448-0017 jason@ctrcapital.com	Real Property Lease	\$71,869.03
G&I IX Empire Tops Plaza Ithaca LLC c/o DLC Management Corp. 565 Taxter Road, Suite 400 Elmsford, NY 10523 Phone: 914 631-3131	Real Property Lease	\$43,043.92
The Shoppes at Wilton, LLC c/o Maly Commercial Realty 213 N. Stadium Blvd, Ste. 203 Colombia, MO 65203 Otto Maly Phone: 573-443-3200	Real Property Lease	\$36,789.10
Stuyvesant Plaza, Inc. 4 Tower Place, Suite 1 Albany, NY 12203 Janet S. Kaplan Phone: 518-482-8986 Fax: 518-482-5190	Real Property Lease	\$92,503.22
R.K. Portsmouth, LLC 50 Cabot Street, Suite 200 Needham, MA 02494 Phone: 781-320-0001	Real Property Lease	\$37,380.00

Fax: 781-320-3610 Vendor #: 316157		
LARC Asset Management d/b/a Lamar CO 695 US Route 46 Ste 210 Fairfield, NJ 07004	Real Property Lease	\$23,152.29
Columbia Partners NH, LLC c/o Chris Schmitz 161 Stillwell Lane Laurel Hollow, NY 11791	Real Property Lease	\$8,018.39
REG-UB Properties, LLC d/b/a Regency Centers, L.P P.O. Box 844235 Boston, MA 02284 RegencyCenters.com	Real Property Lease	\$36,000.00
Macerich Deptford LLC 1750 Deptford Center Road Deptford, NJ 08096 Phone: (866) 811-1095	Real Property Lease	\$28,163.94
Canton R2G Owner LLC 500 North Broadway, Suite 201 P.O. Box 9010 Jericho, NY 11753	Real Property Lease	\$49,391.91
Ahold Delhaize Real Estate d/b/a The Stop & Shop Supermarket Company LLC P.O. Box 3797 Boston, MA 02241-3797	Real Property Lease	\$51,508.70
BH Premium Quality Waterbury LLC c/o Lexington Realty International 911 E. County Line Road Lakewood, NJ 08701 Phone: 732-415-6881	Real Property Lease	\$69,424.45
TLG Newington, LLC 10 New King Street, Suite 102 White Plains, NY 10604 Luke Gorz, Phone: 914-289-0100 lgorz@yalerealtyservices.com	Real Property Lease	\$49,358.59
Milford Plaza Holdings DE LLC 1950 New Central Avenue Lakewood, NJ 08701 Vendor #: B30106	Real Property Lease	\$114,688.56

TBP Cranston LLC c/o Gramercy Property Group PO Box 20555 New York, NY 10011 Andy Stoloff Phone: 646-663-1345 astoloff@gramercypg.com	Real Property Lease	\$269,851.04
DSM MB II LLC d/b/a DSM Realty 875 East Street Tewksbury, MA 01876 Linda Cummings Phone: 978-851-8000 lmcummings@demoulasmarketbasket.com	Real Property Lease	\$153,333.32
Simsbury Commons LLC c/o Northpath Investments 114 E. 44th St, Suite 502 New York, NY 10017	Real Property Lease	\$32,547.00
Barbara F. Jablonski d/b/a Trustee of Sterling Trust 21 Mazzeo Drive, Suite 103 Randolph, MA 02368	Real Property Lease	\$79,621.96
B33 Centereach II, LLC 9330 W. Sahara Ave, Ste 270 Las Vegas, NV 89117 Carmen Holliday Phone: 702-493-1010 Anjali@bridge33capital.com	Real Property Lease	\$67,788.95
MS Portfolio, LLC 3710 Route 9, Suite 1000 Attn: Center Manager Freehold, NJ 07728-4895	Real Property Lease	\$9,982.60
Hamilton, Kane, Martin Enterprises, Inc. P.O. Box 369 West Islip, NY 11795 Jared DeLew Phone: 917-621-6160 Fax: 203-549-0693 jd@dc5properties.com	Real Property Lease	\$186,940.01
OSJ of Westborough, LLC d/b/a Ocean State Job Lot 375 Commerce Park Road N. Kingstown, RI 02852 Phone: 401-295-2672	Real Property Lease	\$45,882.15

Rockingham 620, LLC d/b/a Kimco Realty Corporation 500 North Broadway, Suite 201 PO Box 9010, Jericho, NY 11753 Michelle DeRuvo, Phone: 516.869.7246 MDeRuvo@kimcorealty.com	Real Property Lease	\$137,984.26
Shoppes at Buckland Hills, LLC 194 Buckland Hills Drive Manchester, CT 06042	Real Property Lease	\$88,573.62
Twin Cities Plaza Owner LLC c/o Crosspoint Associates Inc 188 Needham Street, Suite 255 Newton, MA 02464	Real Property Lease	\$13,685.56
AGS Ansonia, LLC 501 Madison Avenue, Suite 702 New York, NY 10022-5602	Real Property Lease	\$52,700.00
Elite Development Group LLC 542 Westport Ave., #9 Norwalk, CT 06851	Real Property Lease	\$142,168.22
Amalgamated Financial Group VIII, L.P. 1414 Atwood Avenue Johnston, RI 02919 Marie Barchie Phone: 401-273-6800 mbarchie@carpionatogroup.com	Real Property Lease	\$28,353.04
Levin Properties, LP 975 US-22 Plainfield, NJ 07060	Real Property Lease	\$65,661.49
M C CO., LLC 500 North Broadway, Suite 201 P.O. Box 9010 Jericho, NY 11753 Phone: 516-869-7265	Real Property Lease	\$70,683.81
Chase Crossroads Waterford Square, LLC c/o Chase Enterprises 225 Asylum Street, 29th Floor Hartford, CT 06103-1528 Domenico Valentino Phone: 860-293-4344 dvalentino@chaseenterprises.com	Real Property Lease	\$140,576.18

Holyoke Mall Company LP The Clinton Exchange 4 Clinton Square Syracuse, NY 13202	Real Property Lease	\$50,117.00
R.K. Southington LLC d/b/a R. K. Centers 50 Cabot Street, Suite 200 Needham, MA 02494 Alyssa DaSilva Phone: (781) 320-0001 adasilva@rkcenters.com	Real Property Lease	\$0.00
Sky 103, LLC, c/o Sky Management Services LLC 425 East 52nd Street New York, NY 10022	Real Property Lease	\$325,565.76
ALC, LLC P.O. Box 704 Harrison, ME 04040	Real Property Lease	\$11,480
Doug Thompson 8 Spellman Drive New Paltz, NY 12561	Real Property Lease	\$6,615